

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF ILLINOIS**

In re:	: Chapter 11
	:
BOROWIAK IGA FOODLINER, INC.	: Case No. 19-40699
	:
Debtor.	:
	:
	:

**LIMITED OBJECTION OF SUPERVALU, INC. TO DEBTOR'S MOTION TO
ESTABLISH PROCEDURES FOR REIMBURSEMENT OF PROFESSIONALS**

SuperValu, Inc. ("SuperValu"), a secured creditor and party in interest in these bankruptcy proceedings, submits the following limited objection to the motion [ECF No. 45] of the debtor herein, Borowiak IGA Foodliner, Inc. (the "Debtor") to establish procedures for the compensation of the Debtor's professionals in this bankruptcy case.

1. Under the terms of two interim cash collateral orders [ECF Nos. 26 and 35] (collectively, "Cash Collateral Orders") the Debtor is providing adequate protection to SuperValu for use of its cash collateral, generated from the sale of inventory by the Debtor. Those cash collateral orders contemplate that the Debtor is to conduct its operations in accordance with a budget (Exhibit "A" to the first interim cash collateral order) that contains line items for "accounting" and "professional" fees ("Budgeted Fees").
2. The cash collateral orders also permit SuperValu to move for an immediate termination of the use of cash collateral if it believes that the operations of the Debtor are impairing its collateral position or otherwise failing to provide it with adequate protection. See, Cash Collateral Orders at paragraphs 2(c) and 6.

3. Furthermore, the Debtor's application to retain counsel [ECF No. 27] recites that counsel currently holds retainer funds in the amount of \$20,361.30, from which allowed compensation may be paid (the "Retainer").
4. In order to provide adequate protection to SuperValu, while permitting the Debtor to have the services of counsel and accountants in these bankruptcy proceedings, any order establishing compensation procedures for counsel and other professionals should provide that
 - (i) The professionals covered by such procedures are limited to the Antonik Law Firm, Debtor's current counsel, and Mark Franklin/FDWNK Professional Corporation, whom the Debtor has applied to retain as accountants;
 - (ii) Entry of such procedures order should be without prejudice to the right of SuperValu to seek termination of use of cash collateral, including without limitation use of cash collateral to pay professionals, if it determines that the Debtor's operations – including without limitation, payment of professionals -- are impairing, or have impaired, its collateral position or are otherwise failing, or have failed, to provide necessary adequate protection; and
 - (iii) Any application for payment of fees under such procedures should be conditioned upon the following: (a) the fees sought do not exceed Budgeted Fees for the period in question; and (b) the counsel fees sought do not exceed amounts available for payment of fees in the Retainer.

WHEREFORE, SuperValu prays that the Debtor's motion be denied unless it provides the foregoing protections for SuperValu as a secured creditor and that SuperValu be awarded such

other and further relief as may be appropriate under the circumstances of this case.

Dated: November 11, 2019

Respectfully submitted,

/s/ George R. Pitts
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Counsel for SuperValu. Inc.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 11th day of November 2019, a true and correct copy of the foregoing Limited Objection of SuperValu, Inc. to Debtor's Motion to Establish Procedures for Reimbursement of Professionals, was filed with the Clerk of the Court using the CM/ECF system, which will send notification of electronic filing (NEF) to all creditors and parties in interest, including the following:

Douglas A. Antonik
Attorney for Debtor

Office of the United States Trustee

By: /s/ George R. Pitts
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